

EXHIBIT B

PROPOSED FORM OF ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC.,	:	
<u>ET AL.</u>	:	Case No. 08-13555 (JMP)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
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**ORDER UNDER 11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002,
AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN EMANUEL
URQUHART OLIVER & HEDGES, LLP, AS SPECIAL COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF LEHMAN BROTHERS
HOLDINGS INC. ET AL., NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Upon the application, dated October 21, 2008 (the “**Application**”), of the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) of the Debtors in the above-captioned cases, for an order authorizing the Creditors’ Committee *nunc pro tunc* to retain and employ Quinn Emanuel Urquhart Oliver & Hedges, LLP, effective as of September 17, 2008, as special counsel for the Creditors’ Committee in the above-captioned cases, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and the Court having considered the Declaration of Susheel Kirpalani, dated October 21, 2008 (the “**Kirpalani Declaration**”), in connection with the Application; and due and sufficient notice of the Application having been given; and no adverse interest being affected; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Application is granted to the extent provided herein; and it is further

ORDERED, that the Creditors' Committee is authorized to retain and employ Quinn Emanuel Urquhart Oliver & Hedges, LLP, pursuant to sections 328 and 1103(a) of the Bankruptcy Code, effective as of September 17, 2008, on the terms set forth in the Application and the Kirpalani Declaration; and it is further

ORDERED, that Quinn Emanuel Urquhart Oliver & Hedges, LLP, shall be compensated upon appropriate application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, and orders of this Court, and pursuant to any additional procedures this Court deems appropriate; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: November __, 2008
New York, New York

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE